

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
NORTHWESTERN CORPORATION,	:	Bankruptcy Case No. 03-12872 (JLP)
Reorganized Debtor.	:	
RICHARD R. HYLLAND,	:	Civil Action No. 05-401-JJF
Appellant,	:	
v.	:	
NORTHWESTERN CORPORATION,	:	
Appellee.	:	
NORTHWESTERN CORPORATION,	:	Civil Action No. 05-397-JJF
Appellant,	:	
v.	:	
RICHARD R. HYLLAND,	:	
Appellee.	:	

**SECOND STIPULATION BETWEEN NORTHWESTERN CORPORATION AND
RICHARD HYLLAND REGARDING THE FILING OF MEDIATION STATEMENTS**

North Western Corporation ("North Western") and Richard Hylland ("Hylland," collectively with North Western, the "Parties"), by and through undersigned counsel, hereby enter into the Second Stipulation Between Northwestern Corporation And Richard Hylland Regarding the Filing Of Mediation Statements (the "Stipulation") and agree as follows:

A. On or about June 16, 2005, the above-captioned appeal (the "Appeal") was docketed in this Court.

B. On or about June 16, 2005, the above-captioned cross-appeal (the "Cross-Appeal") was docketed in this Court.

C. On or about June 29, 2005, this Court entered its order appointing Louis C. Bechtle as mediator (the "Mediator") in both the Appeal and Cross-Appeal.

D. On our about June 14, 2005, the parties filed the Stipulation Between NorthWestern Corporation and Richard Hylland Regarding the Filing of Mediation Statements in each of the Appeal and Cross-Appeal which provided for an extension of time to submit mediation position papers in connection with the Appeal and Cross-Appeal to July 21, 2005.

E. The parties are engaged in settlement discussions and wish additional time to try to finalize a settlement.

NOW THEREFORE IT IS HEREBY STIPULATED AND AGREED THAT:

1. The Parties agree that mediation position papers in connection with the Appeal and Cross-Appeal shall be submitted to the Mediator on or before August 17, 2005.

2. This Stipulation shall be binding upon and inure to the benefit of the parties hereto, their subsidiaries, affiliates, including transmission affiliates, successors and assigns, including any chapter 11 trustee or chapter 7 trustee that may be appointed in this case.

3. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. Facsimile signatures of the parties shall be binding upon the parties to the same effect as original signatures.

4. Upon approval by the District Court, this Stipulation shall be effective immediately. The District Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

[signatures on next page]

Dated this 21st day of July 2005


Agreed:

For NorthWestern Corporation

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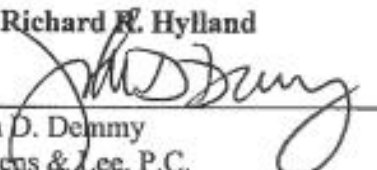
and

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